

**Amendments to the Claims:**

**Listing of Claims:**

Claims 1- 7 (cancel)

Claim 8 (currently amended) An apparatus for exercising an upper torso, comprising:

an upright member adapted for positioning on a horizontal surface;

a support assembly secured to the upright member;

an arcuate guide means mounted in an upper portion of the support assembly;

a pair of handhold means having axes of rotation spaced at a selected distance from each other, each handhold means comprising an upper end pivotally mounted and detachably re-positionable with respect to the guide means; and

means for adjusting resistance to movement of said handhold means when the distance between the axes of rotation is decreased by a user, said means for adjusting resistance comprising a weight means mounted in said upright member and a gear assembly operationally connected to the weight means and to the handhold means, and ~~The apparatus of claim 7,~~  
wherein said resistance means further comprises a distant pivot assembly operationally connected to the gear assembly, a proximal pivot assembly mounted on the arcuate plate and operationally connected to the distant pivot assembly and to the handhold means, said distant pivot assembly and said proximal pivot assembly being connected by an elongated extendable arm.

Claims 9 – 16 (cancel)

Claim 17 (currently amended) An apparatus for exercising one or more shoulder joints of a user, comprising:

an upright member adapted for positioning on a supporting surface;

an overhead support assembly secured to the upright member and extending from a front thereof;

an arcuate guide means mounted in said overhead support assembly;

a pair of handhold means having axes of rotation parallel to each other, each handhold means comprising an upper end pivotally mounted and detachably re-positionable at a plurality of selected locations along the length of the guide means; and

a means for adjusting resistance to movement of said handhold means when a distance between the axes of rotation is decreased by a user, said means for adjusting resistance comprising a weight means mounted in said upright member and a gear assembly operationally connected to the weight means and to the handhold means, and ~~The apparatus of claim 16,~~  
wherein said resistance means further comprises a distant pivot assembly operationally connected to the gear assembly, a proximal pivot assembly mounted on the arcuate plate adjacent the upper ends of the handhold means, said proximal pivot assembly being operationally connected to the distant pivot assembly by an elongated extendable arm.

Claim 18 (cancel)